

Edgar Filing: SUNOCO INC - Form SC 13G/A

SUNOCO INC
Form SC 13G/A
February 14, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Sunoco, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

86764P109

(CUSIP Number)

Check the following box if a fee is being paid with this statement .

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley Dean Witter & Co.

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IRS # 39-314-5972

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

NUMBER OF SHARES	5. SOLE VOTING POWER
BENEFICIALLY	0
OWNED BY	6. SHARED VOTING POWER
EACH	4,423,539
REPORTING	7. SOLE DISPOSITIVE POWER
PERSON	0
WITH	8. SHARED DISPOSITIVE POWER
	4,452,471

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,452,471

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.24%

12. TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley Dean Witter Advisors Inc.
IRS # 13-3680016

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	4,346,843
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	4,364,748

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,364,748

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.13%

12. TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- Item 1. (a) Name of Issuer:
Sunoco, Inc.

- (b) Address of Issuer's Principal Executive Offices:
Ten Penn Center
1801 Market Street
Philadelphia, PA 19103-1699

- Item 2. (a) Name of Person Filing:
(a) Morgan Stanley Dean Witter & Co.
(b) Morgan Stanley Dean Witter Advisors Inc.

- (b) Address of Principal Business Office, or if None, Residence:
(a) 1585 Broadway
New York, New York 10036

(b) Two World Trade Center
New York, New York 10048

- (c) Citizenship:
Incorporated by reference to Item 4 of the
cover page pertaining to each reporting person.

- (d) Title of Class of Securities:
Common Stock

- (e) CUSIP Number:
86764P109

- Item 3. (a) Morgan Stanley Dean Witter & Co. is (e) an Investment
Adviser registered under Section 203 of the Investment
Advisers Act of 1940.

(b) Morgan Stanley Dean Witter Advisors Inc. is (e) an
Investment Adviser registered under Section 203 of
the Investment Advisers Act of 1940.

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- Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the
cover page.
- Item 5. Ownership of Five Percent or Less of a Class.
Inapplicable
- Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

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Accounts managed on a discretionary basis by Morgan Stanley Dean Witter Advisors Inc., a wholly owned subsidiary of Morgan Stanley Dean Witter & Co., are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of such securities. No such account holds more than 5 percent of the class.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2001

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard / Morgan Stanley & Co. Incorporated

MORGAN STANLEY DEAN WITTER & CO.

Date: February 14, 2001

Signature: /s/ James Wallin

Name/Title James Wallin / First Vice President Morgan Stanley Dean Witter Advisors Inc.

MORGAN STANLEY DEAN WITTER ADVISORS INC.

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EXHIBIT 1	Agreement to Make a Joint Filing	7
EXHIBIT 2	Secretary's Certificate Authorizing Dennine Bullard to Sign on behalf of Morgan Stanley Dean Witter & Co.	8

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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